

E TRADE FINANCIAL CORP  
Form 8-K  
January 26, 2011

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**  
**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

**Date of report (Date of earliest event reported): January 26, 2011**

**E\*TRADE Financial Corporation**  
(Exact name of Registrant as Specified in its Charter)

<b>Delaware</b>	<b>1-11921</b>	<b>94-2844166</b>
(State or other jurisdiction)	(Commission File Number)	(I.R.S. Employer
of incorporation or organization)	Identification Number)	
<b>1271 Avenue of the Americas, 14th Floor, New York, New York 10020</b>		
(Address of Principal Executive Offices and Zip Code)		
<b>(646) 521-4300</b>		
(Registrant's Telephone Number, including Area Code)		

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

---

---

**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On January 26, 2011, the Company announced its fourth quarter earnings for fiscal year 2010. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

As of December 31, 2010, a cumulative total of \$1.0 billion of the Company's convertible debentures have been converted which results in approximately 221 million of common shares outstanding. The remaining face value of convertible debt as of December 31, 2010 is approximately \$704 million, which can be converted into approximately 68 million shares of common stock.

The information furnished shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference into any filing thereunder or under the Securities Act of 1933 unless expressly set forth by specific reference in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 Earnings Press Release, dated January 26, 2011

---

**SIGNATURE**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.**

Dated: January 26, 2011

E\*TRADE FINANCIAL  
CORPORATION

By: /s/ Karl A. Roessner

**Karl A. Roessner**

*Corporate Secretary*